

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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RECORDATION NO. 21860 FILED

DEC 10 '98

3-25 PM

ROBERT P. VOMEIGEN

Direct Fax:

E-Mail: rvomeigen@hopsut.com

December 10, 1998

HAND DELIVERED

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are the original and one counterpart of a Memorandum of Lease Agreement, dated as of November 15, 1998, and submitted as a primary document as defined in the Board's rules for the recordation of documents. Two extra copies are enclosed for date stamping, and please return them for our records.

The names and addresses of the parties to the Memorandum of Lease are as follows:

Lessor: Fleet Capital Corporation
Mail Stop, RI/MO/206
50 Kennedy Plaza
Providence, Rhode Island

Lessee: Grand Trunk Western Railroad Incorporated
2800 Livernois
Troy, Michigan 48043-1220

A description of the railroad equipment covered by the enclosed document is:

Forty (40) Locomotives-General Motors Model SD-40-3
Road Unit Numbers KCS 6600-6639, inclusive

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Counterparts - BMC

Mr. Vernon Williams
December 10, 1998
Page 2

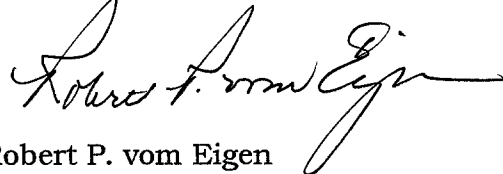
We also request that the index contain a cross reference to a Memorandum of Lease Agreement, dated as of November 15, 1998, between Fleet Capital Corporation and The Kansas City Southern Railway Company which covers the same railroad equipment.

A short summary of the document to appear in the index follows:

<u>Item</u>	<u>Document Recorded</u>	<u>Description</u>
Grand Trunk Western Railroad Incorporated	Memorandum of Lease November 15, 1998	40 Locomotives- General Motors Model SD-40-3 Road Unit Numbers KCS 6600-6639, inclusive
Fleet Capital Corporation		
Cross Reference No.: 21859		
The Kansas City Southern Railway Co.	Memorandum of Lease November 15, 1998	40 Locomotives- General Motors Model SD-40-3 Road Unit Numbers: KCS 6600-6639, inclusive
Fleet Capital Corporation		

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Very truly yours,



Robert P. vom Eigen

RVE:dn

Encls:

RECORDATION NO 21869 FILED

DEC 10 '98

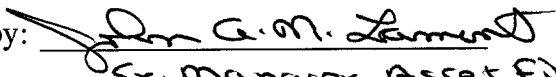
3-25 PM

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT dated as of November 15, 1998 between GRAND TRUNK WESTERN RAILROAD INCORPORATED, a Delaware corporation (hereinafter called the Lessee), and FLEET CAPITAL CORPORATION, a Rhode Island corporation (hereinafter called the Owner).

WHEREAS, the Lessee and the Owner are entering into that certain Lease of Railroad Equipment dated as of the date hereof covering 40 General Motors model SD-40-3 diesel-electric locomotives, bearing the road numbers KCS 6600 through KCS 6639, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of said railroad equipment by the Owner, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

GRAND TRUNK WESTERN RAILROAD INCORPORATED

by: 
Sr. Manager, Asset Finance

FLEET CAPITAL CORPORATION

by: _____

PROVINCE OF QUEBEC

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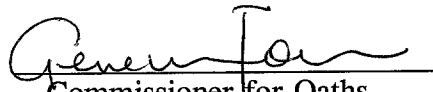
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SS.:

DISTRICT OF MONTREAL

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On this 15th day of December, 1998 before me personally appeared John A. N. Lamont to me personally known, who, by me being duly sworn, says that he is Sr. Manager Asset Finance of GRAND TRUNK WESTERN RAILROAD INCORPORATED, that the instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Commissioner for Oaths
Attorney

My commission expires 31/03/99

STATE OF RHODE ISLAND

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SS.:

COUNTY OF PROVIDENCE

)

On this day of December, 1998 before me personally appeared , to me personally known, who, by me being duly sworn, says that he is of FLEET CAPITAL CORPORATION, that the instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Notary Public

My commission expires

RECORDATION NO. _____ FILED

DEC 10 '98

3-25 PM

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT dated as of November 15, 1998 between GRAND TRUNK WESTERN RAILROAD INCORPORATED, a Delaware corporation (hereinafter called the Lessee), and FLEET CAPITAL CORPORATION, a Rhode Island corporation (hereinafter called the Owner).

WHEREAS, the Lessee and the Owner are entering into that certain Lease of Railroad Equipment dated as of the date hereof covering 40 General Motors model SD-40-3 diesel-electric locomotives, bearing the road numbers KCS 6600 through KCS 6639, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of said railroad equipment by the Owner, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

GRAND TRUNK WESTERN RAILROAD INCORPORATED

by: _____

FLEET CAPITAL CORPORATION

by: C. S. Stevens
Senior Vice President

PROVINCE OF QUEBEC

)

)

SS.:

DISTRICT OF MONTREAL

)

On this day of December, 1998 before me personally appeared ,
to me personally known, who, by me being duly sworn, says that he is
of GRAND TRUNK WESTERN RAILROAD INCORPORATED, that the instrument was
signed on behalf of said company by authority of its board of directors, and he acknowledged
that the execution of the foregoing instrument was the free act and deed of said company.

Commissioner for Oaths

My commission expires

STATE OF RHODE ISLAND

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SS.:

COUNTY OF PROVIDENCE

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On this 1st day of December, 1998 before me personally appeared C. Scott Stevenson
to me personally known, who, by me being duly sworn, says that he is a Senior Vice President
of FLEET CAPITAL CORPORATION, that the instrument was signed on behalf of said
company by authority of its board of directors, and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said company.

Donna Daniel

Notary Public

My commission expires 3-29-01